

**THE
GREENBRIER
COMPANIES**

0100648018

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

June 5, 1995

19452

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of January 16, 1995, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is:

One-hundred (100) 50-foot, 100-ton Plate "F" boxcars bearing marks and numbers CSXT 151000 through CSXT 151099, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

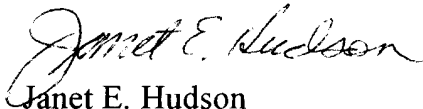
June 5, 1995

Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of January 16, 1995 between Greenbrier Leasing Corporation, Lessor, and CSX Transportation, Inc. , Lessee, covering one-hundred (100) 50-foot, 100-ton Plate "F" boxcars bearing marks and numbers as follows: CSXT 151000 through CSXT 151099, inclusive.

Sincerely,



Janet E. Hudson

Administrative Assistant - Legal

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/8/95

Office Of The Secretary

Janet E. Hudson
Administrative Assistant-Legal
The Greenbrier Companies
One Centerpointe Drive, Ste. 200
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/8/95 at 8:35AM, and assigned recordation number(s). 19452.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100648018)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19452

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CSX TRANSPORTATION, INC. ("LESSEE")

JANUARY 16, 1995

Memorandum of a Lease Agreement made and entered into as of January 16, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor hundred (100) 50', 100-ton Plate "F" boxcars bearing marks and numbers as follows:

CSXT 151000 through CSXT 151099, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norriss M. Webb

Title: Executive Vice President

LESSEE: CSX TRANSPORTATION, INC.

By: M. Lazenby III

Title: TREASURER

STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)

On this 31st day of may, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

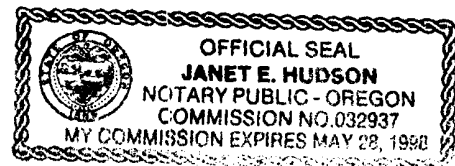
Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/24/98

STATE OF FLORIDA)

) ss.

COUNTY OF DUVAL)



On this 31st day of MAY, 1995, before me personally appeared M. LAZENBY III, to me personally known, who being by me duly sworn, says that he is the TREASURER of CSX Transportation, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jane S. Otrich
NOTARY PUBLIC Jane S. Otrich

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Mar. 7, 1998
Commission No. CC 340589
Bonded thru Patterson - Becht Agency

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